

RECORDATION NO. 22581-FFF FILED

APR 04 '06

4-22 PM

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

March 31, 2006

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of an Amendment to Memorandum of Lease Agreement, dated March 13, 2006. The enclosed amendment is a secondary document relating to the Memorandum of Lease Agreement which was duly filed under Recordation Number 22581 with the Surface Transportation Board on October 31, 2005.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: RailAmerica, Inc.
5300 Broken Sound Blvd., NW
Boca Raton, FL 33487



A description of the railroad equipment covered by the enclosed document is fourteen (14) 71' centerbeam flatcars marked NOKL (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355.
Thank you for your cooperation in this matter.

Sincerely,

Susan Grokulska
Manager of Documentation

Enclosures
(CSCD109)

ASSGN. NO. CSCD109

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AMENDMENT TO MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of March 13, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 105 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 14, 2005, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

A Memorandum evidencing such Rider No. 105 (and such Lease Agreement) was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the *United States Code* on October 31, 2005 at 1:17 p.m. with secondary Recordation Number 22581.

NOW THEREFORE, the Lessor and Lessee, for good and valuable consideration, agree that:

a) Exhibit A to such Rider No. 105 is amended as follows:

Car numbers NOKL 729089, NOKL 729091 and NOKL 729105 are added to Exhibit A;

b) Except as amended hereby, the terms and conditions of such Memorandum of Lease remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to Memorandum of Lease to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETINGBy: Susan Grokulska
Name: SUSAN GROKULSKYTitle: MANAGER OF DOCUMENTATION Executed on this 13th day of March, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of March, 2006

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: Sandra K. Franger

Name: Sandra K. Franger

Title: VP - Contracts

ATTEST:

By: David McCloud

Name: David McCloud

Title: Manager - Fleet

Executed on this 28th day of February, 2006

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF PALM BEACH

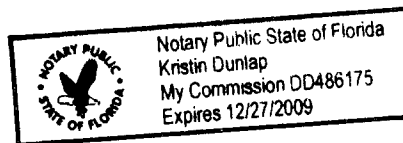
I, KRISTIN DUNLAP, a Notary Public of the County and State aforesaid,
certify that SANDRA K. FRANGER personally appeared before me this day and
acknowledged her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28th day of Feb., 2006

Kristin Dunlap
Notary Public

Commission Expires:

12.27.09
(Notary Public)



PERSONALLY KNOWN:
PRODUCED I.D.: 112

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fourteen (14)

DESCRIPTION OF CARS: 71' Centerbeam Flatcars

CAR NUMBERS:

NOKL	729050
NOKL	729056
NOKL	729074
NOKL	729081
NOKL	729088
NOKL	729089
NOKL	729091
NOKL	729094
NOKL	729095
NOKL	729104
NOKL	729105
NOKL	729110
NOKL	729118
NOKL	729121
Count:	14